

Plaintiffs' Exhibit 92

SOLICITATION, OFFER AND AWARD				1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700)		RATING		PAGE 1 OF 135		
2. CONTRACT NO. W9124D 19D0001		3. SOLICITATION NO. W9124D-16-R-0046		4. TYPE OF SOLICITATION [] SEALED BID (IFB) [X] NEGOTIATED (RFP)		5. DATE ISSUED 03 Jan 2017		6. REQUISITION/PURCHASE NO.		
7. ISSUED BY MISSION AND INSTALLATION CONTRACTING CMD MICC FORT KNOX BLDG 1106B STE 373 159 6TH AVE FORT KNOX KY 40121-5720 TEL: [REDACTED] FAX: [REDACTED]				CODE W9124D		8. ADDRESS OFFER TO (If other than Item 7) See Item 7 TEL: [REDACTED] FAX: [REDACTED]				
NOTE: In sealed bid solicitations "offer" and "offeror" mean "bid" and "bidder".										
SOLICITATION										
9. Sealed offers in original and _____ copies for furnishing the supplies or services in the Schedule will be received at the place specified in Item 8, or if handcarried, in the depository located in _____ until _____ local time _____ (Hour) _____ (Date)										
CAUTION - LATE Submissions, Modifications, and Withdrawals: See Section L, Provision No. 52.214-7 or 52.215-1. All offers are subject to all terms and conditions contained in this solicitation.										
10. FOR INFORMATION CALL:		A. NAME			B. TELEPHONE (Include area code) (NO COLLECT CALLS)			C. E-MAIL ADDRESS		
11. TABLE OF CONTENTS										
(X)	SEC.	DESCRIPTION			PAGE(S)	(X)	SEC.	DESCRIPTION		
PART I - THE SCHEDULE						PART II - CONTRACT CLAUSES				
X	A	SOLICITATION/ CONTRACT FORM			1 - 2	X	I	CONTRACT CLAUSES		
X	B	SUPPLIES OR SERVICES AND PRICES/ COSTS			3 - 51	PART III - LIST OF DOCUMENTS, EXHIBITS AND OTHER ATTACHMENTS				
X	C	DESCRIPTION/ SPECS/ WORK STATEMENT			52 - 84	X	J	LIST OF ATTACHMENTS		
	D	PACKAGING AND MARKING				PART IV - REPRESENTATIONS AND INSTRUCTIONS				
X	E	INSPECTION AND ACCEPTANCE			85 - 87		K	REPRESENTATIONS, CERTIFICATIONS AND OTHER STATEMENTS OF OFFERORS		
X	F	DELIVERIES OR PERFORMANCE			88 - 93		L	INSTRS, CONDS, AND NOTICES TO OFFERORS		
X	G	CONTRACT ADMINISTRATION DATA			94 - 97		M	EVALUATION FACTORS FOR AWARD		
X	H	SPECIAL CONTRACT REQUIREMENTS			98 - 106					
OFFER (Must be fully completed by offeror)										
NOTE: Item 12 does not apply if the solicitation includes the provisions at 52.214-16, Minimum Bid Acceptance Period.										
12. In compliance with the above, the undersigned agrees, if this offer is accepted within 10 calendar days (60 calendar days unless a different period is inserted by the offeror) from the date for receipt of offers specified above, to furnish any or all items upon which prices are offered at the price set opposite each item, delivered at the designated point(s), within the time specified in the schedule.										
13. DISCOUNT FOR PROMPT PAYMENT (See Section I, Clause No. 52.232-8)					Net 30 Days					
14. ACKNOWLEDGMENT OF AMENDMENTS (The offeror acknowledges receipt of amendments to the SOLICITATION for offerors and related documents numbered and dated):					AMENDMENT NO.		DATE		AMENDMENT NO.	
15A. NAME AND ADDRESS OF OFFEROR DDB CHICAGO INC. 225 N MICHIGAN AVE FL 10 CHICAGO IL 60601-7617					CODE 7K9K8		FACILITY		16. NAME AND TITLE OF PERSON AUTHORIZED TO SIGN OFFER (Type or print) [REDACTED] / PRESIDENT-CEO	
15B. TELEPHONE NO (Include area code) [REDACTED]			15C. CHECK IF REMITTANCE ADDRESS IS DIFFERENT FROM ABOVE - ENTER SUCH ADDRESS IN SCHEDULE. <input type="checkbox"/>			17. SIGNATURE			18. OFFER DATE	
AWARD (To be completed by Government)										
19. ACCEPTED AS TO ITEMS NUMBERED			20. AMOUNT [REDACTED]			21. ACCOUNTING AND APPROPRIATION				
22. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION: <input type="checkbox"/> 10 U.S.C. 2304(c)() <input type="checkbox"/> 41 U.S.C. 253(c)()						23. SUBMIT INVOICES TO ADDRESS SHOWN IN (4 copies unless otherwise specified)			ITEM	
24. ADMINISTERED BY (If other than Item 7) See Item 7 CODE						25. PAYMENT WILL BE MADE BY DFAS IN VP GFEB 8899 E. 56TH ST INDIANAPOLIS IN 46249-3800 CODE			HQ0490	
26. NAME OF CONTRACTING OFFICER (Type or print) [REDACTED] TEL: [REDACTED] EMAIL: s [REDACTED]						27. UNITED STATES OF AMERICA [REDACTED]			28. AWARD DATE 20-Nov-2018	
IMPORTANT - Award will be made on this Form, or on Standard Form 26, or by other authorized official written notice.										
Previous Edition is Unusable										

Section A - Solicitation/Contract Form

GENERAL PROVISIONS

GENERAL PROVISIONS

NOTICE TO AWARDEE

AWARD PAGE Continued from Item 15A of SF 33

DDB CHICAGO, INC.

A1. The Contractor's proposal resulting from solicitation W9124D-16-R-0046, through Amendment 0007, dated 24 July 2018, is accepted for this requirement and incorporated by reference.

A2. This is a single award Indefinite-Delivery / Indefinite-Quantity (ID/IQ) contract. The program ceiling for this ID/IQ is [REDACTED]. The guaranteed minimum for this requirement is [REDACTED] and is applicable ONLY for the Base Ordering Period of 20 Nov 18 through 19 Nov 23.

A3. This contract provides for an initial five (5) year ordering period (effective dates: 20 Nov 18 through 19 Nov 23), an optional three (3) year ordering period (effective dates: 20 Nov 23 through 19 Nov 26), and a final optional two (2) year ordering period (effective dates: 20 Nov 26 through 19 Nov 28).

A4. Ordering procedures, preparation of vouchers and billing instructions are described in Section G. Invoicing procedures will be addressed in each individual Task Order.

A5. A post-award conference will be held. The location and time will be revealed under separate correspondence.

A6. The Contractor is recognized as having an adequate accounting system and is hereby authorized to participate on any type task order that is permitted under this contract.

A7. FAR Clause 52.216-18 is changed to reflect the full amount of ordering periods as set forth in Section F. However, orders may only be placed in the award term periods if the Contractor receives the award term and the option is exercised.

A8. DDB Chicago Inc.'s proposal is hereby incorporated into this contract. Specific provisions are identified in Section H of this contract. This also includes the incorporation of the Small Business Subcontracting Plan, dated 26 October 2018.

THE CLAUSES IN THIS CONTRACT ARE APPLICABLE BASED ON THE RESULTING TASK ORDER TYPE (I.E. FIRM FIXED PRICE, COST PLUS AWARD FEE, etc.)

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Section B - Supplies or Services and Prices

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0001	Phase-In CPFF This CLIN covers the performance of phase-in activities. The maximum quantity is to accommodate the number of months of phase-in for this ordering period. Base Ordering Period: 20 Nov 18 – 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	
				MAX COST FIXED FEE	UNDEFINED UNDEFINED
				TOTAL MAX COST + FEE	

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0002	Core Operations FFP This CLIN includes work associated with PWS Paragraph 5.2, Core Operations, and includes but is not limited to: Account management, briefings to Army leadership, fiscal, legal, and operational management, and the Development of the AMP. The Max Quantity shown is to accommodate the number of months within this base ordering period. Not to Exceed . Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	60	Months		
				MAX NET AMT	

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ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0003	Direct Response CPAF This CLIN includes direct response tasks associated with the PWS paragraph 5.3 and includes but is not limited to: Marketing communications activities (Direct Mail, Direct Email, etc.) that are designed to provide information and solicit a response from the target audience. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST BASE FEE	UNDEFINED UNDEFINED
				SUBTOTAL MAX COST + BASE	
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0004	Direct Response CPFF This CLIN includes direct response tasks associated with the PWS paragraph 5.3 and includes but is not limited to: Marketing communications activities (Direct Mail, Direct Email, etc.) that are designed to provide information and solicit a response from the target audience. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	
				MAX COST FIXED FEE	UNDEFINED UNDEFINED
				TOTAL MAX COST + FEE	

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ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0005	Local Support CPAF This CLIN includes providing local support tasks associated with the PWS paragraph 5.4 and includes but is not limited to supporting the local marketing effort through field marketing personnel. The maximum quantity is only to accommodate the number of months within this base ordering period. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST BASE FEE	UNDEFINED UNDEFINED
				SUBTOTAL MAX COST + BASE	UNDEFINED
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0006	Local Support CPFF This CLIN includes providing local support tasks associated with the PWS paragraph 5.4 and includes but is not limited to supporting the local marketing effort through field marketing personnel. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST FIXED FEE	UNDEFINED UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

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ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0007	Creative Development CPAF This CLIN includes all tasks and deliverables associated with creative development as outlined in PWS paragraph 5.5. This includes but is not limited to: the development of messaging (verbal as well as visual) that communicate and deliver a defined message to an identified audience. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST BASE FEE	UNDEFINED UNDEFINED
				SUBTOTAL MAX COST + BASE	UNDEFINED
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0008	Creative Development CPFF This CLIN includes all tasks and deliverables associated with creative development as outlined in PWS paragraph 5.5. This includes but is not limited to: the development of messaging (verbal as well as visual) that communicate and deliver a defined message to an identified audience. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST FIXED FEE	UNDEFINED UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

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ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0009	Production CPAF This CLIN includes all tasks and deliverables associated with production in accordance with PWS paragraph 5.6. It includes, but is not limited to: the development of the approved creative concepts for viewing on TV, listening on radio, or viewing in magazines, billboards, posters, banners, etc. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST BASE FEE	UNDEFINED UNDEFINED
				SUBTOTAL MAX COST + BASE	
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0010	Production CPFF This CLIN includes all tasks and deliverables associated with production in accordance with PWS paragraph 5.6. It includes, but is not limited to: the development of the approved creative concepts for viewing on TV, listening on radio, or viewing in magazines, billboards, posters, banners, etc. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	
				MAX COST FIXED FEE	UNDEFINED UNDEFINED
				TOTAL MAX COST + FEE	

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ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0011	Events/Sponsorships CPAF This CLIN includes all tasks and deliverables associated with approved events as outlined in PWS paragraph 5.7. This CLIN involves the marketing discipline that engages consumers in person with an experience to help shape their perceptions of a brand and activates demand on the part of the consumer. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST BASE FEE	UNDEFINED UNDEFINED
				SUBTOTAL MAX COST + BASE	UNDEFINED
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0012	Event/Sponsorships CPFF This CLIN includes all tasks and deliverables associated with approved events as outlined in PWS paragraph 5.7. This CLIN involves the marketing discipline that engages consumers in person with an experience to help shape their perceptions of a brand and activates demand on the part of the consumer. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST FIXED FEE	UNDEFINED UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0013	PR/Social Media CPAF This CLIN includes all tasks and deliverables associated with PR and Social Media as outlined in PWS paragraph 5.8. Specifically it includes but is not limited to elements such as Op-Ed pieces that present an opportunity. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST BASE FEE	UNDEFINED UNDEFINED
				SUBTOTAL MAX COST + BASE	UNDEFINED
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED




ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0014	PR/Social Media CPFF This CLIN includes all tasks and deliverables associated with PR and Social Media as outlined in PWS paragraph 5.8. Specifically it includes but is not limited to elements such as Op-Ed pieces that present an opportunity. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
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				TOTAL MAX COST + FEE	UNDEFINED



ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0015	Research CPAF This CLIN includes all tasks and deliverables associated with qualitative and quantitative research as outlined in PWS paragraph 5.9. Qualitative Research involves insights from observations, interviews, or verbal interactions to gain in-depth understanding of a participant's perceptions, attitudes and behaviors, investigating the why and how of decision making. Quantitative Research involves large sampling research that provides data driven insights for informed decision making and the where and when of decision making. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	
				MAX COST BASE FEE	UNDEFINED UNDEFINED
				SUBTOTAL MAX COST + BASE	
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0016	Research CPFF This CLIN includes all tasks and deliverables associated with qualitative and quantitative research as outlined in PWS paragraph 5.9. Qualitative Research involves insights from observations, interviews, or verbal interactions to gain in-depth understanding of a participant's perceptions, attitudes and behaviors, investigating the why and how of decision making. Quantitative Research involves large sampling research that provides data driven insights for informed decision making and the where and when of decision making. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	
				MAX COST FIXED FEE	UNDEFINED UNDEFINED
				TOTAL MAX COST + FEE	

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0017	Digital CPAF This CLIN includes the tasks and deliverables associated with Web/Mobile/Internet/Gaming and those activities that involve the use of the World Wide Web to communicate the Army's message, increase awareness and lead generation as outlined in PWS paragraph 5.10. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST BASE FEE	UNDEFINED UNDEFINED
				SUBTOTAL MAX COST + BASE	UNDEFINED
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0018	Digital CPFF This CLIN includes the tasks and deliverables associated with Web/Mobile/Internet/Gaming and those activities that involve the use of the World Wide Web to communicate the Army's message, increase awareness and lead generation as outlined in PWS paragraph 5.10. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST FIXED FEE	UNDEFINED UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0019	Initiatives CPAF This CLIN includes tasks and deliverables associated with Initiatives as outlined in PWS paragraph 5.11. This includes innovative programs that are piloted/tested to determine their feasibility to provide incremental improvement to the recruiting process, or programs that assist in the Army in communicating to the target audiences that help in building brand equity, and leading to increased lead quality. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	 NTE
				MAX COST	UNDEFINED
				BASE FEE	UNDEFINED
					<hr/>
				SUBTOTAL MAX COST + BASE	
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	


ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0020	Initiatives CPFF This CLIN includes tasks and deliverables associated with Initiatives as outlined in PWS paragraph 5.11. This includes innovative programs that are piloted/tested to determine their feasibility to provide incremental improvement to the recruiting process, or programs that assist in the Army in communicating to the target audiences that help in building brand equity, and leading to increased lead quality. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	
				MAX COST	UNDEFINED
				FIXED FEE	UNDEFINED
					<hr/>
				TOTAL MAX COST + FEE	


ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0021	Media Planning and Buying Labor CPAF This CLIN includes the labor costs associated with the tasks outlined in PWS paragraph 5.12. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST BASE FEE	UNDEFINED UNDEFINED
				SUBTOTAL MAX COST + BASE	UNDEFINED
				MAX AWARD FEE	UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0022	Media Planning and Buying Labor CPFF This CLIN includes the labor costs associated with the tasks outlined in PWS paragraph 5.12. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	UNTE
				MAX COST FIXED FEE	UNDEFINED UNDEFINED
				TOTAL MAX COST + FEE	UNDEFINED

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ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0023	National and Local Media COST This CLIN includes the direct costs associated with National and Local Media procurements in accordance with the PWS and its associated deliverables as outlined in PWS paragraph 5.12. This CLIN applies to the Total Army. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	
				MAX COST	UNDEFINED

ITEM NO	SUPPLIES/SERVICES	MAX QUANTITY	UNIT	UNIT PRICE	MAX AMOUNT
0024	Other Army Account Operations COST This CLIN includes the costs associated with PWS paragraph 5.2.15 and 5.13. Base Ordering Period: 20 Nov 18 - 19 Nov 23 FOB: Destination PSC CD: R701	UNDEFINED	Job	UNDEFINED	 NTE
				MAX COST	UNDEFINED